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## **BOCOM INTERNATIONAL HOLDINGS COMPANY LIMITED**

**交銀國際控股有限公司**

*(incorporated in Hong Kong with limited liability)*

**(Stock Code: 3329)**

### **(1) CONTINUING CONNECTED TRANSACTIONS RENEWAL OF THE PROPERTY LEASING FRAMEWORK AGREEMENT AND THE NEW CCT FRAMEWORK AGREEMENTS (2) CLOSURE OF REGISTER OF MEMBERS**

#### **INTRODUCTION**

References are made to the Relevant Disclosure. As set forth in the Relevant Disclosure, the Property Leasing Framework Agreement came into effect on the Listing Date and shall continue up to and including 31 December 2025, and shall be renewed automatically for successive periods of three years thereafter, subject to compliance with the then applicable requirements of the Listing Rules. The Company intends to continue to enter into transactions of similar nature after 31 December 2025. The automatic renewal of the Property Leasing Framework Agreement shall, subject to the approval of transactions contemplated under the Property Leasing Framework Agreement for the three years ending 31 December 2028 and the proposed annual caps therefor having been obtained from the Independent Shareholders in accordance with the applicable Listing Rules, take effect on 1 January 2026.

The Company entered into the New CCT Framework Agreements on 25 November 2025. The New CCT Framework Agreements shall, subject to the approval of transactions contemplated under the New CCT Framework Agreements for the three years ending 31 December 2028 and the proposed annual caps therefor having been obtained from the Independent Shareholders in accordance with the applicable Listing Rules, take effect upon the expiry of the Existing Financial Services Framework Agreement and the Existing Financial Technology Services Framework Agreement on 31 December 2025, from 1 January 2026 to 31 December 2028 (both dates inclusive) and shall be renewed automatically for the successive periods of three years thereafter, subject to compliance with the then applicable requirements of the Listing Rules.

## **LISTING RULES IMPLICATIONS**

As at the date of this announcement, BOCOM is the ultimate controlling Shareholder holding approximately 73.14% of the issued Shares and hence a connected person of the Company. Therefore the transactions contemplated under the Property Leasing Framework Agreement and the New CCT Framework Agreements constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules. As the transactions contemplated under the Property Leasing Framework Agreement are recognised by the Group as acquisition of right-of-use asset from BOCOM in accordance with the Hong Kong Financial Reporting Standards 16, such transactions constitute transactions under Chapter 14 of the Listing Rules and connected transactions under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio in respect of the proposed annual caps for transactions contemplated under the Property Leasing Framework Agreement is 5% or more, the automatic renewal of the Property Leasing Framework Agreement and the transactions contemplated thereunder (including the proposed annual caps therefor) will be subject to the reporting, announcement, annual review and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

When the acquisitions of the right-of-use assets under the Property Leasing Framework Agreement within a 12-month period, in aggregate, constitute a notifiable transaction of the Company under Chapter 14 of the Listing Rules, the Company will make further announcement(s) in compliance with the requirements under Chapter 14 of the Listing Rules.

In respect of the New Financial Services Framework Agreement and the New Financial Technology Services Framework Agreement, the Directors are of the view that the respective continuing connected transactions thereunder are of the same nature and are entered into by the Group with parties who are connected with one another, and therefore the relevant revenues and fees and commissions should be aggregated respectively under Rules 14A.81 and 14A.82(1) of the Listing Rules.

As the highest applicable percentage ratio in respect of the proposed annual caps for transactions contemplated under each of the New CCT Framework Agreements is 5% or more, the entering into of the New CCT Framework Agreements and the transactions contemplated thereunder (including the proposed annual caps therefor) will be subject to the reporting, announcement, annual review and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

An Independent Board Committee has been established to advise the Independent Shareholders on the terms of the Property Leasing Framework Agreement and the New CCT Framework Agreements. The Independent Financial Adviser has also been appointed to advise the Independent Board Committee and the Independent Shareholders in this regard.

## EGM

The Company will convene the EGM for the purpose of considering, and if thought fit, approving the automatic renewal of the Property Leasing Framework Agreement (including the transactions contemplated thereunder and the proposed annual caps therefor) and the New CCT Framework Agreements (including the transactions contemplated thereunder and the proposed annual caps therefor).

## CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Friday, 12 December 2025 to Wednesday, 17 December 2025 (both dates inclusive), for the purposes of determining the entitlements of the Shareholders to attend and vote at the EGM. The record date for determining the eligibility of the Shareholders to attend and vote at the EGM will be Wednesday, 17 December 2025. No transfer of the Shares may be registered during the said period. In order to qualify to attend and vote at the EGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, by no later than 4:30 p.m. on Thursday, 11 December 2025.

## CIRCULAR

A circular containing, among others, (i) further information on the Property Leasing Framework Agreement and the New CCT Framework Agreements; (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders; and (iv) the notice of the EGM and other information as required under the Listing Rules, will be despatched to the Shareholders on or before 5 December 2025 pursuant to Rule 14A.68(11) of the Listing Rules.

## INTRODUCTION

References are made to the announcement dated 31 May 2022 and the circular dated 2 June 2022 in relation to, among other things, the automatic renewal of the Property Leasing Framework Agreement, the Existing Financial Services Framework Agreement and the Existing Financial Technology Services Framework Agreement, and the announcement dated 25 September 2025 and the circular dated 10 October 2025 in relation to the revision of annual caps under the Existing Financial Services Framework Agreement (the "**Relevant Disclosure**").

As set forth in the Relevant Disclosure, the Property Leasing Framework Agreement came into effect on the Listing Date and shall continue up to and including 31 December 2025, and shall be renewed automatically for successive periods of three years thereafter, subject to compliance with the then applicable requirements of the Listing Rules. The Company intends to continue to enter into transactions of similar nature after 31 December 2025. The automatic renewal of the Property Leasing Framework Agreement shall, subject to the approval of transactions contemplated under the Property Leasing Framework Agreement for the three years ending 31 December 2028 and the proposed annual caps therefor having been obtained from the Independent Shareholders in accordance with the applicable Listing Rules, take effect on 1 January 2026.

The Company entered into the New CCT Framework Agreements on 25 November 2025. The New CCT Framework Agreements shall, subject to the approval of transactions contemplated under the New CCT Framework Agreements for the three years ending 31 December 2028 and the proposed annual caps therefor having been obtained from the Independent Shareholders in accordance with the applicable Listing Rules, take effect upon the expiry of the Existing Financial Services Framework Agreement and the Existing Financial Technology Services Framework Agreement on 31 December 2025, from 1 January 2026 to 31 December 2028 (both dates inclusive) and shall be renewed automatically for the successive periods of three years thereafter, subject to compliance with the then applicable requirements of the Listing Rules.

## **PRINCIPAL TERMS OF THE PROPERTY LEASING FRAMEWORK AGREEMENT AND THE NEW CCT FRAMEWORK AGREEMENTS**

### **1. The Property Leasing Framework Agreement**

The principal terms of the Property Leasing Framework Agreement are summarised below.

<b>Date:</b>	25 April 2017
<b>Parties:</b>	(1) the Company (2) BOCOM
<b>Term:</b>	Three years with the initial term ended on 31 December 2019, automatically renewable for successive periods of three years thereafter, subject to compliance with the then applicable requirements of the Listing Rules
<b>Scope of Service:</b>	All existing and future leasing of properties by the Group from the BOCOM Group.
<b>General Terms:</b>	At any time during the term of the Property Leasing Framework Agreement, the relevant member of the Group and the relevant member of the BOCOM Group may from time to time enter into definitive agreements in relation to any transaction(s) under the Property Leasing Framework Agreement upon, and subject to, the terms and conditions in compliance with those of the Property Leasing Framework Agreement.
<b>Pricing Policies:</b>	The transactions under the Property Leasing Framework Agreement shall be conducted: <ul style="list-style-type: none"> <li>(a) in the ordinary and usual course of business of the Group and the BOCOM Group;</li> <li>(b) on an arm's length basis;</li> <li>(c) on normal commercial terms or better to the Group;</li> </ul>

- (d) at rentals determined by reference to the prevailing market rents and on terms no less favourable than those offered by BOCOM Group to independent third parties for similar or comparable properties at the relevant locations; and
- (e) in compliance with, among other things, the Listing Rules and applicable laws and regulations.

**Termination:**

The Property Leasing Framework Agreement may be terminated by either party (i) by giving the other party not less than six months' prior written notice or (ii) with immediate effect if:

- (a) they cease to be connected persons, or the transactions under the Property Leasing Framework Agreement are no longer subject to the Listing Rules on connected transactions;
- (b) the other party materially breaches any key obligation under the Property Leasing Framework Agreement and, if the breach is remediable, fails to do so within 30 days of receiving written notice detailing the breach and required remedial steps; or
- (c) the other party ceases to operate all or a material part of its business, and such cessation, in the reasonable opinion of the terminating party, is likely to adversely affect the other party's ability to properly and timely perform its obligations under the Property Leasing Framework Agreement.

The Property Leasing Framework Agreement will be automatically renewed for a further term of three years commencing on 1 January 2026, subject to compliance with the applicable requirements of the Listing Rules.

## **2. The New Financial Services Framework Agreement**

The principal terms of the New Financial Services Framework Agreement are summarised below.

**Date:** 25 November 2025

**Parties:**

- (1) the Company
- (2) BOCOM

**Term:** Three years commencing from 1 January 2026, automatically renewable for successive periods of three years thereafter, subject to compliance with the then applicable requirements of the Listing Rules

**Scope of Service:** All existing and future provision of financial services between members of the Group and members of the BOCOM Group comprising the following:

(a) *Financial services provided by the Group to the BOCOM Group*

- (i) Securities brokerage and related services such as securities trading services, brokerage settlement services, subscription of new shares services and research services

Each of BOCOM (Hong Kong Branch) and BOCOM (Hong Kong) will, among other things, refer no less than 90% in terms of transaction value of the securities brokerage transactions on the Stock Exchange of its customers to the Group for securities trading and brokerage settlement and pay commission to the Group. The BOCOM Group also uses broker number under the Exchange Participantship of the Group for subscription of new shares by its customers. The Group will on-pay the entire gross brokerage commission received therefrom to the BOCOM Group. The Group also provides research services and other securities brokerage related services to the BOCOM Group and receives service fees from the BOCOM Group for such services.

- (ii) Investment advisory and management services

The Group provides investment advisory and management services to certain funds controlled by the BOCOM Group or which have the BOCOM Group as the general partner and makes available funds established and managed by the Group for subscription by the BOCOM Group, and receives fund management fee income from the BOCOM Group.

- (iii) Underwriting, sponsoring, securities issuance, financing arrangement and advisory services

The Group provides underwriting, sponsoring and securities issuance services in respect of equity and debt securities, financing arrangement services and advisory services to the BOCOM Group and receives underwriting commissions, sponsor fees, arrangement fees, and advisory fees for providing such services.

(b) *Financial services provided by the BOCOM Group to the Group*

(i) Deposit services

The Group has maintained deposit accounts with the Hong Kong, Mainland China and Macau branches of BOCOM in the ordinary and usual course of its business and on normal commercial terms. The Group places both client funds and proprietary funds as deposits in such accounts opened with BOCOM. The Group receives interest on such deposits from BOCOM.

(ii) Customer referral services

The BOCOM Group from time to time refers its existing customers or potential customers who require services provided by the Group to open accounts with and become customers of the Group. The services provided by the Group to the referred customers include securities brokerage, margin financing, asset management and corporate finance services. The Group pays referral commission to certain branches of BOCOM for such customer referral services.

(iii) Fund product distribution services

As one of the marketing channels for the Group's fund products, the BOCOM Group provides product distribution services by promoting and distributing the fund products offered or managed by the Group. The Group pays commission to the BOCOM Group for such services.

(iv) Miscellaneous banking and financial services

The Group has engaged the BOCOM Group to provide miscellaneous banking and financial services including insurance and custodian services. The Group pays service fees to the BOCOM Group for such services.



**General Terms:**

At any time during the term of the New Financial Services Framework Agreement, the relevant member of the Group and the relevant member of the BOCOM Group may from time to time enter into definitive agreements in relation to any transaction(s) under the New Financial Services Framework Agreement upon, and subject to, the terms and conditions in compliance with those of the New Financial Services Framework Agreement.

The transactions under the New Financial Services Framework Agreement shall be conducted:

- (a) in the ordinary and usual course of business of the Group and the BOCOM Group;
- (b) on an arm's length basis;
- (c) on normal commercial terms or better to the Group;
- (d) on terms no less favourable than those offered by the BOCOM Group to independent third parties for similar or comparable transactions (in respect of provision of financial services by the BOCOM Group to the Group);
- (e) on terms no less favourable than those offered by the Group to independent third parties for similar transactions (in respect of the provision of financial services by the Group to the BOCOM Group);
- (f) in accordance with the specified pricing policies; and
- (g) in compliance with, among other things, the Listing Rules and applicable laws and regulations.

**Pricing Policies:**

- (a) *Financial services provided by the Group to the BOCOM Group*
  - (i) Securities brokerage and related services such as securities trading services, brokerage settlement services, subscription of new shares services and research services



The fees and commissions payable by the BOCOM Group to the Group for securities trading, brokerage settlement and subscriptions of new shares are normally in the region of 0.01%, with applicable premium upon reaching certain trading volume thresholds, which are in turn determined by arm's length negotiation after taking into account factors including the prevailing market rates and the rates normally applicable to independent third parties for similar types of transactions at the time of the transaction, the expected significant trading volume of and revenue from the transactions to be referred by the BOCOM Group to the Group for securities trading and/or brokerage settlement, the scope and extent of the services to be provided by the Group, the fact that the transactions involve customers of the BOCOM Group and/or itself but not customers of the Group, the insignificant marketing expenses and efforts required of the Group, and the immaterial additional costs to the Group for permitting the BOCOM Group to use the broker number under the Exchange Participantship of the Group for subscription of new shares by its customers as the human resources and infrastructure required have already been put in place by the Group for the purposes of conducting other businesses of the Group.

The fees payable by the BOCOM Group to the Group for the research services will be determined by arm's length negotiation after taking into account factors including the nature, scope and scale of the research services involved, the fees received by the Group from independent parties for similar research services and the market demand for such services.

For other securities brokerage related services, which include the provision of secondary bond market quotation and transaction services by the Group to the BOCOM Group, the fees payable by the BOCOM Group to the Group for such services are determined by arm's length negotiation after taking into account factors including the prevailing market rates for such services, the nature and scope of such services and the fees that the Group charges independent customers for similar services.

(ii) Investment advisory and management services

The fees for the investment advisory and management services provided by the Group are payable by the BOCOM Group in accordance with the rates set out in the relevant fund management agreements which are determined based on arm's length negotiation after taking into account factors including the extent of the Group's involvement in sourcing of transactions, the prevailing market rates for investment advisory and management services of similar types and nature, the assets under management of the relevant funds in respect of which the Group provides investment advisory and management services, the fees that the Group charges independent customers for similar advisory and management services and the types of the funds involved and their investment strategies and focus which may affect the resources required for providing the management services. For targeted asset management schemes, the Group charges management fees on the basis of a specified percentage of the assets under management. For specialised asset management schemes, the management fee rates will also take into account the purpose of the asset management scheme and the industry involved.

(iii) Underwriting, sponsoring, securities issuance, financing arrangement and advisory services

The fees for the underwriting, sponsoring, securities issuance, financing arrangement services and advisory services provided by the Group are payable by the BOCOM Group in accordance with the rates set out in the relevant underwriting, sponsoring, advisory or other engagement or service agreements that may be entered into by the Group and the BOCOM Group. The rate for underwriting and securities issuance normally ranges from approximately 0.1% to 5.0% of the gross proceeds from the securities which the Group has underwriting commitment or the securities issued (as the case may be).

The underwriting commissions, sponsoring fees and securities issuance fees are determined by arm's length negotiation after taking into account factors including the capital market conditions, the size of the proposed issuance, the commission and fee rates charged in respect of recent issuance of similar nature and scale, the market demand for the securities to be issued and the rates that the Group charges independent third parties for similar services.

The securities underwriting market in Hong Kong is highly competitive and the underwriting commission rates, sponsor fees and securities issuance fees have become generally transparent and standardised across the market, which enables the Group to adopt a market-based pricing approach.

The fees for financing arrangement services as well as advisory services are determined by arm's length negotiation after taking into account factors including the nature and scope of the services involved, the scale and complexity of the transactions or advisory projects involved, the estimated manpower required for the provision of the services, the market conditions and the fees and the rates that the Group charges independent customers for similar services.

*(b) Financial services provided by the BOCOM Group to the Group*

*(i) Deposit services*

The interest rates of the deposits of the Group placed with BOCOM will be determined by reference to the market rates of deposits in the financial industry payable to independent customers for deposits of the same type and similar amounts during that period.

(ii) Customer referral services

The customer referral commissions payable by the Group to the BOCOM Group are determined by arm's length negotiation after taking into account factors including the nature of services required by the customers referred by the BOCOM Group, the referral commissions payable by the Group to independent parties for customers referred for similar businesses, the market conditions, the expected number of customers to be referred by the BOCOM Group for each type of services to be provided by the Group and the industry practice.

(iii) Fund product distribution services

The fees and commissions payable by the Group to the BOCOM Group for the fund product distribution services will be determined by arm's length negotiation after taking into account factors including the commissions payable by the Group to independent parties for similar product distribution services, the expected number of customers who will subscribe for fund products offered or managed by the Group through the BOCOM Group's distribution channels and the industry practice.

(iv) Miscellaneous banking and financial services

The fees payable by the Group to the BOCOM Group for miscellaneous banking and financial services, which include the provision of insurance services, custodian services and cash management services by the BOCOM Group to the Group, will be determined by arm's length negotiation after taking into account factors including the prevailing market rates for similar services provided by other banks and financial institutions. The market rates are generally transparent and standardised across the banking and financial industries.

- Termination:** The New Financial Services Framework Agreement may be terminated by either party (i) by giving the other party not less than six months' prior written notice or (ii) with immediate effect if:
- (a) they cease to be connected persons, or the transactions under the New Financial Services Framework Agreement are no longer subject to the Listing Rules on connected transactions;
  - (b) the other party materially breaches any key obligation under the New Financial Services Framework Agreement and, if the breach is remediable, fails to do so within 30 days of receiving written notice detailing the breach and required remedial steps; or
  - (c) the other party ceases to operate all or a material part of its business, and such cessation, in the reasonable opinion of the terminating party, is likely to adversely affect the other party's ability to properly and timely perform its obligations under the New Financial Services Framework Agreement.

The New Financial Services Framework Agreement will replace the Existing Financial Services Framework Agreement and will become effective on 1 January 2026, subject to compliance with the applicable requirements of the Listing Rules.

### **3. The New Financial Technology Services Framework Agreement**

The principal terms of the New Financial Technology Services Framework Agreement are summarised below.

**Date:** 25 November 2025

**Parties:** (1) the Company  
(2) BOCOM

**Term:** Three years commencing from 1 January 2026, automatically renewable for successive periods of three years thereafter, subject to compliance with the then applicable requirements of the Listing Rules

**Scope of Service:**

- (a) All provision of financial technology services by members of the Group to members of the BOCOM Group comprising the following:
  - (i) computer software development, information system operation and maintenance services and information system integration services;
  - (ii) information system consultancy services;
  - (iii) information technology services related to networks, data and cloud computing, including network security services, data services, artificial intelligence services and cloud services; and
  - (iv) marketing services, including the provision of fund channels, marketing fund advances and settlement, marketing campaign design, promotion, operation, and configuration services.
- (b) Provision of cloud computing resources and information technology infrastructure operation and maintenance services by members of the BOCOM Group to members of the Group.

**General Terms:**

At any time during the term of the New Financial Technology Services Framework Agreement, the relevant member of the Group and the relevant member of the BOCOM Group may from time to time enter into definitive agreements in relation to any transaction(s) under the New Financial Technology Services Framework Agreement upon, and subject to, the terms and conditions being in compliance with those of the New Financial Technology Services Framework Agreement.

The transactions under the New Financial Technology Services Framework Agreement shall be conducted:

- (a) in the ordinary and usual course of business of the Group and the BOCOM Group;
- (b) on an arm's length basis;
- (c) on normal commercial terms or better to the Group;
- (d) on terms no less favourable than those offered by the Group to independent third parties for similar transactions;
- (e) in accordance with the specified pricing policies; and

- (f) in compliance with, among other things, the Listing Rules and applicable laws and regulations.

**Pricing Policies:**

- (a) The service fees to be charged by the Group to the BOCOM Group shall be conducted on commercial principles based on the prevailing market prices in the financial technology industry. The relevant market prices as at the date of the New Financial Technology Services Framework Agreement are set out below for reference only:
- (i) Computer software development, information system operation and maintenance services and information system integration services:

<b>Computer software development</b>	<b>Information system operation and maintenance services</b>	<b>Information system integration services</b>
High-end: RMB100,000 to 140,000 per month per staff	High-end: RMB95,000 to 135,000 per month per staff	High-end: RMB100,000 to 140,000 per month per staff
Mid-end: RMB50,000 to 80,000 per month per staff	Mid-end: RMB45,000 to 75,000 per month per staff	Mid-end: RMB50,000 to 80,000 per month per staff
Low-end: RMB40,000 per month per staff	Low-end: RMB35,000 per month per staff	Low-end: RMB40,000 per month per staff
The proportion for high-end, mid-end and low-end services is expected to be approximately 2:4:1	The proportion for high-end, mid-end and low-end services is expected to be approximately 2:4:1	The proportion for high-end, mid-end and low-end services is expected to be approximately 2:4:1



(ii) Information system consultancy services

High-end: RMB120,000 to 160,000 per month per staff

Mid-end: RMB80,000 to 100,000 per month per staff

Low-end: RMB60,000 per month per staff

The proportion for high-end, mid-end and low-end services is expected to be approximately 2:4:1.

(iii) Information technology services related to networks, data, and cloud computing

High-end: RMB120,000 to 160,000 per month per staff

Mid-end: RMB80,000 to 100,000 per month per staff

Low-end: RMB60,000 per month per staff

The proportion for high-end, mid-end and low-end services is expected to be approximately 2:4:1.

(iv) Marketing services

Service fee will be determined based on the following formula:

Actual amount of marketing fund being advanced x (1 + service fee rate (tax inclusive), being in the range of 7.49% to 16.38%)

The actual service fee rate to be charged by the Group will be determined at arm's length and on a fair and reasonable basis with reference to a number of factors, including but not limited to (i) the capital costs incurred by the Group for advancing marketing funds with respect to the particular campaign; (ii) the scope, nature and complexity of the particular campaign; (iii) the expected labour costs of particular campaign (determined based on the number of employees expected to be needed to perform the services, the number of hours required from such employees to perform the services and the past hourly wages of the relevant employees); and (iv) the service fee rate for similar services charged by other independent service providers (such information will be obtained from the public domain).

- (b) The service fees to be paid by the Group to the BOCOM Group shall be conducted on commercial principles based on prevailing market prices. The relevant market prices as at the date of the New Financial Technology Services Framework Agreement are set out below for reference only:

- (i) Cloud computing resources

<b>Cloud computing resources</b>	<b>Pricing</b>
Product A	RMB810 per month
Product B1	RMB55 to RMB111 per month
Product B2	RMB665 to RMB1,331 per month
Product C	RMB111 to RMB222 per month
Product D1	RMB1,109 to RMB2,218 per month
Product D2	RMB17,034 to RMB28,390 per unit per month
Product E	RMB121 to RMB242 per month
Product F	RMB205 to RMB411 per maximum number of connections per month
Product G	RMB0.068 per gigabyte per month
Product H	RMB0.2735 per gigabyte per month
Product I	RMB0.1016 per gigabyte per month
Product J	RMB215 to RMB430 per month

- (ii) Information technology infrastructure operation and maintenance services

Services	Pricing
Server Room Occupancy	RMB50,000 to RMB76,800 per unit per year
Network Communication	RMB85,000 to RMB290,000 per unit per year

**Termination:**

The New Financial Technology Services Framework Agreement may be terminated by either party (i) by giving the other party not less than six months' prior written notice or (ii) with immediate effect if:

- (a) they cease to be connected persons, or the transactions under the New Financial Technology Services Framework Agreement are no longer subject to the requirements of the Listing Rules on connected transactions;
- (b) the other party materially breaches any material obligation under the New Financial Technology Services Framework Agreement and, if the breach is remediable, fails to remedy the breach within 30 days of receiving written notice detailing the breach and requiring its remedy; or
- (c) the other party ceases to engage in all or any material part of its business, and such cessation, in the reasonable opinion of the terminating party, is likely to adversely affect the other party's ability to properly and timely perform any of its obligations under the New Financial Technology Services Framework Agreement.

The New Financial Technology Services Framework Agreement will replace the Existing Financial Technology Services Framework Agreement and the Digital RMB Marketing Service Framework Agreement and will become effective on 1 January 2026, subject to compliance with the applicable requirements of the Listing Rules.

## TRANSACTION AMOUNTS, ANNUAL CAPS AND WAIVER

### (A) Historical Transaction Amounts

The historical annual caps and transaction amounts in respect of the transactions under the Property Leasing Framework Agreement, the Existing Financial Services Framework Agreement, the Existing Financial Technology Services Framework Agreement and the Digital RMB Marketing Service Framework Agreement for the two years ended 31 December 2024 and six months ended 30 June 2025 are as follows:

	Year ended 31 December				Six months ended	
	2023		2024		30 June 2025	
	Annual Caps	Transaction Amounts	Annual Caps	Transaction Amounts	Annual Caps	Transaction Amounts
<b>1. Property Leasing Framework Agreement (HK\$ million)</b> (Approximate)						
Total value of right-of-use assets <sup>(1)</sup>	124.0	96.6	124.0	65.2	124.0	37.7
<b>2. Existing Financial Services Framework Agreement</b> (HK\$ million) (Approximate)						
<i>Revenue received by the Group from the BOCOM Group in respect of:</i>						
Securities brokerage settlement and subscription of new shares	27.5	4.6	33.0	5.5	80.5	21.7
Investment advisory and management services	89.9	9.2	93.4	2.5	97.0	6.4
Underwriting, sponsoring, securities issuance and advisory services	74.1	0	74.1	0.3	74.1	0.3
Interest on deposits	90.0	16.8	108.0	12.4	125.0	3.5
<b>Total</b>	<b>281.5</b>	<b>30.6</b>	<b>308.5</b>	<b>20.7</b>	<b>376.6</b>	<b>31.9</b>

	Year ended 31 December				Six months ended 30 June	
	2023		2024		2025	
	Annual Caps	Transaction Amounts	Annual Caps	Transaction Amounts	Annual Caps	Transaction Amounts
<b><i>Fees and commissions paid by the Group to the BOCOM Group in respect of:</i></b>						
On-payment of securities brokerage commission for subscription of new shares	3.4	0.1	3.7	0.1	4.1	0.1
Customer referral services	37.6	2.7	46.9	4.7	58.7	3.1
Fund product distribution services	15.6	0	21.3	0	27.9	0
Miscellaneous banking and financial services	19.8	2.8	25.2	2.5	31.5	1.4
<b>Total</b>	<b>76.4</b>	<b>5.6</b>	<b>97.1</b>	<b>7.3</b>	<b>122.2</b>	<b>4.6</b>
 <b>3. Existing Financial Technology Services Framework Agreement (RMB million) (Approximate)</b>						
Computer software development, information system operation and maintenance services and information system integration services	777.0	107.9	1,250.0	131.7	1,750.0	0.9
Information system consultancy services	626.0	0.8	1,000.0	–	1,400.0	–
 <b>4. Digital RMB Marketing Service Framework Agreement (HK\$ million) (Approximate)</b>						
Service fee charged and marketing funds advanced by BOCOM Financial Technology <sup>(2)</sup>	–	–	34.9	1.01	14.1	0.21

*Notes:*

- (1) As the Hong Kong Financial Reporting Standards 16 is applicable to the Group, the Group recognized the transactions contemplated under the Property Leasing Framework Agreement as acquisition of right-of-use asset and a lease liability at the date which the leased asset was available for the use under the Property Leasing Framework Agreement where the relevant member(s) of the Group acted as a lessee. They are initially measured on a present value basis and depreciated over the shorter of the asset's useful life or the lease term on a straight line basis. The annual caps and transaction amounts represent the total value of right-of-use assets related to the leases which has been or anticipated to be entered into by the Group in each year under the Property Leasing Framework Agreement.
- (2) As disclosed under the section headed "PRINCIPAL TERMS OF THE PROPERTY LEASING FRAMEWORK AGREEMENT AND THE NEW CCT FRAMEWORK AGREEMENTS – 3. The New Financial Technology Services Framework Agreement", the New Financial Technology Services Framework Agreement will replace the Existing Financial Technology Services Framework Agreement starting from 1 January 2026, subject to compliance with the applicable requirements under the Listing Rules. The transactions under the Digital RMB Marketing Service Framework Agreement will be included as marketing services under the New Financial Technology Services Framework Agreement.

The Group recorded low historical transaction amounts, and consequently low utilisation rates, for certain transactions under the Property Leasing Framework Agreement, the Existing Financial Services Framework Agreement, the Existing Financial Technology Services Framework Agreement and the Digital RMB Marketing Service Framework Agreement due to the following reasons.

**1. *Property Leasing Framework Agreement***

The relatively low utilisation rates for the year ended 31 December 2024 and the six months ended 30 June 2025 was primarily due to the decrease in the number of on-site staff, which in turn reduced the Group's need for space.

**2. *Existing Financial Services Framework Agreement***

The historical annual caps under the Existing Financial Services Framework Agreement were determined based on an optimal market scenario, including potential demand for the various services under favourable economic conditions. The low utilisation rates of the historical annual caps for the various services under the Existing Financial Services Framework Agreement were mainly attributable to the subdued market conditions that impacted both the global and Hong Kong economies for the two years ended 31 December 2024 and the six months ended 30 June 2025. In particular:

- (i) the low utilisation rates in respect of securities brokerage settlement and subscription of new shares were also attributable to poor investor sentiment in initial public offerings;
- (ii) the low utilisation rates in respect of investment advisory and management services were due to the gradual redemption and maturity of funds managed by the Group, which resulted in low actual transaction amounts;
- (iii) the low utilisation rates in respect of underwriting, sponsoring, securities issuance and advisory services were also due to the unexpected delay of a potential fund-raising project of BOCOM Group and rate erosion due to intense market competition;
- (iv) the low utilisation rates in respect of interest on deposits were primarily due to the Group's strategic reallocation of funds to other independent third parties that offered more competitive deposit rates compared to those provided by the BOCOM Group;

- (v) the Group recorded low utilisation rates in respect of customer referral services as customers increasingly shifted their investments toward risk-free, interest-bearing products in response to prevailing market conditions and risk-averse sentiment among customers;
- (vi) the historical annual caps for fund product distribution services were determined based on the Group's plan to expand business lines. However, due to the challenging market environment and prevailing risk-averse sentiment among customers, the Group's fund products experienced partial redemptions during the two years ended 31 December 2024 and the six months ended 30 June 2025, resulting in low utilisation rates of the historical annual caps; and
- (vii) the low utilisation rates in respect of miscellaneous banking and financial services were primarily due to the Group's decision to engage independent third-party service providers for insurance, as they offered more favourable terms compared to those provided by the BOCOM Group.

### **3. *Existing Financial Technology Services Framework Agreement***

The low utilisation rates for (i) computer software development, information system operation and maintenance services and information system integration services; and (ii) information system consultancy services were primarily due to the prevalence of more competitive rates offered by third-party service providers compared to those of the Group, which led BOCOM Group to procure services primarily from these third parties instead of the Group.

### **4. *Digital RMB Marketing Service Framework Agreement***

The low utilisation rates in respect of service fee charged and marketing funds advanced by BOCOM Financial Technology were due to adjustments in BOCOM Group's marketing campaign plans, which had not been contemplated at the time the historical annual caps were determined.

None of the actual transaction amounts during the relevant periods exceeded the annual caps as set out in the Relevant Disclosure. The Company expects that none of the existing annual caps for the year ending 31 December 2025 will be exceeded as at the date of the EGM.



## (B) Proposed Annual Caps

The proposed annual caps in respect of the Property Leasing Framework Agreement and each of the New CCT Framework Agreements for each of the three years ending 31 December 2028 are as follows:

	Years ending 31 December		
	2026	2027	2028
<b>1. Property Leasing Framework Agreement</b> (HK\$ million) (Approximate)			
Total value of right-of-use assets <sup>(1)</sup>	239.70	220.50	166.70
<b>2. New Financial Services Framework Agreement</b> (HK\$ million) (Approximate)			
<b>Revenue received by the Group from the BOCOM Group in respect of:</b>			
Securities brokerage and related services such as securities trading services, brokerage settlement services, subscription of new shares services and research services	124.3	164.1	211.8
Investment advisory and management services	8.6	9.4	10.4
Underwriting, sponsoring, securities issuance, financing arrangement and advisory services	82.5	92.5	92.5
Interest on deposits	59.0	59.0	59.0
<b>Total</b>	<b>274.4</b>	<b>325.0</b>	<b>373.7</b>
<b>Fees and commissions paid by the Group to the BOCOM Group in respect of:</b>			
On-payment of securities brokerage commission for subscription of new shares	1.7	1.9	2.1
Customer referral services	13.2	16.1	19.2
Fund product distribution services	1.7	1.9	2.1
Miscellaneous banking and financial services	19.3	21.8	24.7
<b>Total</b>	<b>35.9</b>	<b>41.7</b>	<b>48.1</b>

**3. New Financial Technology Services Framework Agreement (RMB million)**  
(Approximate)

**Revenue received by the Group from the BOCOM Group in respect of:**

Computer software development, information system operation and maintenance services and information system integration services	320	400	480
Information system consultancy services	30	40	50
Information technology services	30	40	50
Marketing services	20	20	20
<b>Total</b>	<b>400</b>	<b>500</b>	<b>600</b>

**Fees and commissions paid by the Group to the BOCOM Group in respect of:**

Cloud computing resources and information technology infrastructure operation and maintenance services	200	300	400
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*Note:*

- (1) As the Hong Kong Financial Reporting Standards 16 is applicable to the Group, the Group will recognize the transactions contemplated under the Property Leasing Framework Agreement as acquisition of right-of-use asset and a lease liability at the date which the leased asset is available for the use under the Property Leasing Framework Agreement where the relevant member(s) of the Group acts as a lessee. They are initially measured on a present value basis and depreciated over the shorter of the asset's useful life or the lease term on a straight line basis. The annual caps represent the total value of right-of-use assets related to the leases which has been or anticipated to be entered into by the Group in each year under the Property Leasing Framework Agreement.

**(C) Basis of Determination of Proposed Annual Caps**

**1. Property Leasing Framework Agreement**

The proposed annual caps in respect of the lease transactions between the Group and the BOCOM Group under the Property Leasing Framework Agreement were determined by reference to the following factors:

- the expected demand of the Group for office premises and car parking spaces in Hong Kong and Mainland China for its business operations over the three years ending 31 December 2028;
- the historical transactions between the Group and the BOCOM Group for the lease of properties for the two years ended 31 December 2024 and the six months ended 30 June 2025, applying a 15% buffer allowance based on the expected amounts of rights-of-use assets for each of the years during the period from 2026 to 2028;

- (c) the expected rental levels for the relevant office premises and car parking spaces in Hong Kong and Mainland China over the three years ending 31 December 2028;
- (d) the Group's intention to renew existing leases with the BOCOM Group for office use to ensure business continuity and the need to enter into additional leases in anticipation of its expanding workforce and evolving needs in the financial technology sector; and
- (e) the accounting effect of leases being recognised as right-of-use assets at their full initial value upon renewal or commencement and gradually decreased towards the end of the term of the lease based on depreciation.

As such, the increase in proposed annual caps for transactions under the Property Leasing Framework Agreement, as compared to the historical annual caps, were intended to reflect the recognition of right-of-use assets at their full initial value upon the renewal of expiring leases and the execution of new leases to support business continuity and workforce expansion, as disclosed above.

## **2. *New Financial Services Framework Agreement***

Transactions under the New Financial Services Framework Agreement are highly dependent on market conditions and sentiment. As such, the proposed annual caps in respect of the financial services thereunder had been set at a higher level than the historical annual caps to accommodate potential transaction volumes under the recent recovery of the stock market and the growth trend taking into account the market-driven nature of these transactions and that the Group would only have a short timeframe to react to the relevant demand for services. In particular, the proposed annual caps in respect of the financial services under the New Financial Services Framework Agreement were determined by reference to the following factors:

*Securities brokerage and related services such as securities trading services, brokerage settlement services, subscription of new shares services and research services*

- (a) the annual potential growth in demand for securities trading and brokerage settlement and subscription of new shares services of the customers of the BOCOM Group as well as the expected demand for the research services and other securities brokerage related services over the three years ending 31 December 2028 and the Group's growth plan regarding these services based on the recent performance of the Hong Kong stock market, the average daily trading volume of which has reached HK\$240.2 billion for the first six months in 2025, representing an 82.2% increase from the average daily trading volume of HK\$131.8 billion for the full year of 2024;
- (b) an expected annual growth rate of 20% in such market activity in each of the three years ending 31 December 2026, 2027 and 2028, which is determined with reference to the growth of the Hong Kong stock market as mentioned in paragraph (a) above and the increase in the average daily turnover of approximately 25.5% from 2023 to 2024 according to the annual market statistics published by the Stock Exchange;

- (c) the historical market share of the BOCOM Group in terms of securities brokerage transactions;
- (d) the trend of BOCOM's growing client base which leads to an anticipated increase in market activity as evidenced by the annual report of BOCOM for the year ended 31 December 2024 and the interim result announcement of BOCOM for the six months ended 30 June 2025;
- (e) the historical revenue derived by the Group in respect of the securities brokerage transactions referred to the relevant member of the Group for securities trading and brokerage settlement and the arrangements under which the BOCOM Group used the broker number under the Exchange Participanship of the relevant member of the Group for subscription of new shares by its customers; and
- (f) the introduction of a new commission arrangement by the Group since March 2025 which is expected to enhance revenue generation of the Group.

*Investment advisory and management services*

- (a) the historical investment advisory and management services fees paid by the BOCOM Group to the Group during the two financial years ended 31 December 2024 and the six months ended 30 June 2025;
- (b) the existing and projected offerings of the Group in relation to investment advisory and management services including funds and discretionary accounts established and managed by the Group and the potential increase in fund management fee income as market conditions improve;
- (c) the expected annual growth in AUM of the Group for each of the three years ending 31 December 2028, which is determined based on, among others, the potential increase in allocation of assets to the Group in light of the potential synergy between BOCOM and the Group in terms of fund distribution arrangement; and
- (d) the estimated demand from the BOCOM Group in relation to the Group's investment advisory and management services including funds and discretionary accounts established and managed by the Group for the three years ending 31 December 2028.

*Underwriting, sponsoring, securities issuance, financing arrangement and advisory services*

- (a) the expected growth of demand for underwriting, sponsoring, securities issuance and advisory services and the expected demand for financing arrangement services from the Group over the three years ending 31 December 2028 with reference to BOCOM Group's current and anticipated financing transactions including but not limited to its expiring offshore debt securities being in an aggregate amount of over US\$4.5 billion, US\$3.5 billion and US\$2.0 billion by the end of 2025, 2026 and 2027, respectively;

- (b) the transactions involved will likely be on an ad hoc basis and where a relevant transaction proceeds, it may involve significant fees payable by the BOCOM Group to the Group if the scale of the underwriting commitment or the securities transactions is significant;
- (c) the fact that the BOCOM Group's demand for underwriting, sponsoring, securities issuance, financing arrangement and advisory services from the Group is highly sensitive to and dependent upon the prevailing market conditions and sentiments. A significant proportion of the underlying transactions may take place within a short window of time during which market conditions and sentiments would favour the undertaking of such transactions by the BOCOM Group; and
- (d) the historical underwriting, sponsoring, securities issuance and advisory service fees paid by the BOCOM Group to the Group over the two financial years ended 31 December 2024 and the six months ended 30 June 2025.

*Interest on deposits*

- (a) the potential increase in the level of deposits maintained by the Group as a whole due to future business development;
- (b) the amount of deposit that the Group currently places in branches of BOCOM and a buffer for potential increase in the amount of deposit that the Group may place in branches of BOCOM for each of the three years ending 31 December 2028 should BOCOM offer more favorable interest rates to the Group as compared to other independent third-party banks;
- (c) the actual interest on the Group's deposits received from the BOCOM Group during the two financial years ended 31 December 2024 and the six months ended 30 June 2025;
- (d) the expected interest to be paid to the Group for each of the three years ending 31 December 2028 with reference to the historical bank balances of the Group maintained with branches of BOCOM and other independent third-party banks, which could lead to interest payment of over HK\$47.5 million per year from BOCOM Group should such deposits were placed in branches of BOCOM; and
- (e) the expected trends of movements in the market interest rates.

*On-payment of securities brokerage commission for subscription of new shares*

- (a) the highest historical transaction value for the transactions of HK\$1.5 million, taking into account an anticipated annual growth rate of 10% commencing from 2026.

*Customer referral services*

- (a) the highest historical commissions paid by the Group to the BOCOM Group in respect of the customers referred by the BOCOM Group to the Group; and
- (b) the expected growth of demand for securities brokerage, margin financing, asset management and corporate finance services of potential customers referred by the BOCOM Group over the three years ending 31 December 2028, taking into account, among others, the increase in the total market turnover of the Hong Kong stock market by approximately 27.1% from 2023 to 2024 as revealed in the annual market statistics published by the Stock Exchange.

*Fund product distribution services*

- (a) the existing fund products of the Group;
- (b) the Group's growth plan for its fund business including introducing new product offerings;
- (c) the expected fund distribution fee rates for fund products for each of the three years ending 31 December 2028; and
- (d) the expected number of the Group's fund products which will utilise the BOCOM Group's marketing channels for distribution over the three years ending 31 December 2028.

*Miscellaneous banking and financial services*

- (a) the expected growth of the Group's demand for miscellaneous banking and financial services, which include insurance services, custodian services and cash management services, over the three years ending 31 December 2028;
- (b) the potential increase in the Group procuring miscellaneous banking and financial services from BOCOM Group over the three years ending 31 December 2028 should BOCOM offer more favorable service rates to the Group as compared to other independent third-parties; and
- (c) the historical fees paid by the Group to the BOCOM Group in respect of the miscellaneous banking and financial services provided by the BOCOM Group to the Group during the two financial years ended 31 December 2024 and the six months ended 30 June 2025.

### **3. *New Financial Technology Services Framework Agreement***

With national policy directives promoting the digital transformation of financial institutions, the proposed annual caps for transactions under the New Financial Technology Services Framework Agreement had been set at a higher level than the historical annual caps to cater for the possibility that services currently procured from independent third-party providers by BOCOM Group may instead be sourced from the Group, should such providers cease to offer more favourable rates, and in light of BOCOM Group's development plan of financial technology as well as the Group's plans to expand its financial technology team. In addition, the proposed annual caps have also factored into account sufficient headroom and flexibility for the Group to capture potential opportunities as and when they arise and that the Group would only have a short timeframe to react to the relevant demand for services.

In particular, the proposed annual caps in respect of the financial technology services under the New Financial Technology Services Framework Agreement were determined by reference to the following factors:

*Computer software development, information system operation and maintenance services, information system integration services, information system consultancy services and information technology services*

- (a) the expected demand for financial technology services from the BOCOM Group after taking into account development plan of financial technology of BOCOM, BOCOM's historical commitment to fintech development as evidenced by its investment of approximately RMB12 billion and RMB11 billion in fintech in 2023 and 2024 respectively based on BOCOM's annual report for the year ended 31 December 2024 and national policy directives promoting the digital transformation of financial institutions;
- (b) BOCOM Group's potential shift from procuring financial technology services from third-party service providers to procuring such services from the Group should the Group be able to offer more competitive rates than other third-party service providers;
- (c) the prevailing market prices for the provision of similar financial technology services and the expected growth in labour costs of 6% per annum taking into account the average GDP growth of 5.5% in the PRC from 2021 to 2024;
- (d) the Group's increased recruitment effort to expand the financial technology services team to 360, 430 and 480 people for the years ending 31 December 2026, 2027 and 2028, respectively, and an upward adjustment of the average salary level by 6% per annum commencing from 2026 to satisfy the BOCOM Group's demand for financial technology services; and
- (e) the pricing of historical transaction of the Existing Financial Technology Services Framework Agreement for the two financial years ended 31 December 2024 and the six months ended 30 June 2025.



*Marketing services*

- (a) BOCOM Group's plan to expand its digital RMB ecosystem and strengthen collaboration between its headquarters and branches over the three years ending 31 December 2028;
- (b) BOCOM Group's potential shift from procuring marketing services from third-party service providers to procuring such services from the Group should the Group be able to offer more competitive rates than other third-party service providers;
- (c) the anticipated growth in the number of members of the BOCOM Group to be served by the Group;
- (d) the expected service fee rate of 7.49% to 16.38%;
- (e) the historical amounts of marketing funds advanced by the Group under the Digital RMB Marketing Service Framework Agreement and the maximum possible amount of marketing funds to be advanced by the Group under the Digital RMB Marketing Service Framework Agreement; and
- (f) the historical service fees derived by the Group under the Digital RMB Marketing Service Framework Agreement and the maximum possible service fee rate charged by the Group under the Digital RMB Marketing Service Framework Agreement.

*Cloud computing resources and information technology infrastructure operation and maintenance services*

- (a) the estimated usage of cloud computing resources and server cabinet capacity by the Group, as well as the corresponding service unit prices; and
- (b) the expected demand of the Group for information technology infrastructure operation and maintenance services after taking into account the expected volume of financial technology services to be provided by the Group to the BOCOM Group.

**(D) Waiver from Strict Compliance with the Maximum Daily Balance Requirement in respect of the Group's Bank Deposits with the BOCOM Group**

Pursuant to Rule 14A.53 of the Listing Rules, the Company is required to set a maximum daily balance for deposits which the Group places in accounts opened with the BOCOM Group. The Company has applied to the Stock Exchange for, and the Stock Exchange has granted the Company, a waiver from strict compliance with the requirements of setting a maximum daily balance for the Group's deposits placed with the BOCOM Group under Rule 14A.53 of the Listing Rules for the three years ending 31 December 2028, on the following grounds:

***In respect of the deposits with the BOCOM Group representing funds of the Group's clients:***

- (a) the licensed corporations within the Group are required to maintain client money in Hong Kong in segregated accounts opened with the BOCOM Group and other independent banks. The amounts of client money received or held by the Group may fluctuate significantly on a daily basis depending on the clients' daily trading volume and market price of the securities on a particular day. It would be extremely onerous and impracticable for the Group to estimate and set a maximum daily balance limit for such deposits;
- (b) the placing of funds of the Group's customers as deposits with the BOCOM Group will be on the then prevailing market interest rates, on normal commercial terms or better to the Group and in the respective ordinary and usual course of business of the Group and the BOCOM Group;
- (c) as the Group cannot control the fluctuation in, or accurately estimate the maximum daily balance of the incoming client money, the Group will not be in a position to strictly comply with a maximum daily balance limit even if such limit is set. The Group should not be required to set any limit which it understands will likely not be capable of complying; and
- (d) setting a maximum daily balance of deposits would mean that the Group may have to reject client deposits or change its CCASS designated settlement bank account that it conducts in its ordinary course of business in order not to exceed such maximum daily balance. This would be unduly burdensome to the Group's existing business operations, unduly restrictive to the potential growth of the Group's business and would not be in the best interests of the Company and the Shareholders as a whole.

***In respect of the deposits with the BOCOM Group representing the Group's proprietary funds:***

- (a) the placing of the Group's proprietary funds as deposits with the BOCOM Group will be on the then prevailing market interest rates, on normal commercial terms or better to the Group and in the respective ordinary and usual course of business of the Group and the BOCOM Group;
- (b) the BOCOM Group has developed familiarity of the Group's fund operation arrangement through its long-term cooperation with the Group. It may cause unnecessary interruption to the Group's business if it is to divert such accounts and operational arrangements from the BOCOM Group to another independent bank;
- (c) it is impracticable and extremely difficult for the Group to estimate the amount of incoming funds on a daily basis given that its business is closely correlated to market fluctuations. In addition, the Group may from time to time liquidate its proprietary investments, financial products and portfolios. The amount of funds arising therefrom can be substantial and highly uncertain and may only be temporary in nature. Therefore, imposing a maximum daily balance of deposits would not only cause undue administrative inconvenience to the Group but would also cause undue disruption to its operations, and would adversely impact its ability to promptly respond to volatile changes in the financial market;

- (d) the Group needs to maintain sufficient funds in its accounts for trading activities of both the Group and its clients, which includes reserving sufficient funds in its proprietary settlement bank account in order to fulfil its daily intra-day marks payment and settlement obligations in relation to clients' trading activities and to ensure that sufficient funds are maintained for inter-transfer between segregated bank accounts and proprietary bank accounts in accordance with client daily cash balance. As the trading pattern of the Group's clients and market conditions are unpredictable, the margin financing needs of the Group's securities clients are subject to factors that are beyond the Group's control, it is impracticable and extremely difficult for the Group to set a maximum balance of deposits in its CCASS designated settlement bank account in relation to its clients' trading activities and daily cash balance;
- (e) apart from the trading activities of the Group and its clients, the Group also uses its proprietary funds to support its corporate finance and underwriting business and asset management and advisory business. It would be difficult for the Company to predict and set an annual cap for (i) the funds raised by the Group's corporate clients that are deposited into or settled through its proprietary account in the course of the Group's corporate finance and underwriting business and (ii) the amount that may be transferred to and from the Group's proprietary bank accounts when the Group's asset management clients trade their mutual fund or private equity fund, both of which are subject to factors that are beyond the Group's control;
- (f) given that the deposits placed by the Group in its proprietary bank accounts are fungible and the balance represents a total sum required to be maintained by the Group that is sufficient to support both its clients' trading and financing activities and its own trading activities, it is a lump sum figure (which changes from time to time according to market and level of trading activities of both the Group and its clients), and therefore it would not be possible for the Group to segregate or re-allocate such deposits for the Group's and its clients' purposes;
- (g) during the two years ended 31 December 2024 and up to the date of this announcement, the Group has placed its proprietary funds with various commercial banks in Hong Kong, Mainland China and Macau. The Group would choose to place deposits with banks which it considers the most suitable and prudent after taking into account the relevant factors;
- (h) most of the settlement funds of the Group's proprietary trading are placed in the Group's deposit accounts opened with the BOCOM Group, but the Group can only obtain the information about the daily amount of funds settled from proprietary trading after trading hours, and therefore does not have the information about the actual daily balance of the deposit of its proprietary funds placed with the BOCOM Group each day during trading hours of that day; and
- (i) setting a maximum daily balance of deposits would be unduly burdensome to the Group's existing business operations, unduly restrictive to the potential growth of the Group's business and would not be in the best interests of the Company and the Shareholders as a whole.

## **REASONS FOR AND BENEFITS OF THE PROPERTY LEASING FRAMEWORK AGREEMENT AND THE NEW CCT FRAMEWORK AGREEMENTS**

### **1. The Property Leasing Framework Agreement**

The Property Leasing Framework Agreement sets out a framework of the terms of the lease arrangements for the leasing of properties by the Group from the BOCOM Group. It represents an opportunity for the Group to continue its constant and established operation in Hong Kong and in Mainland China in a prime business location without substantial costs incurred in acquiring properties for office use.

### **2. New Financial Services Framework Agreement**

The transactions contemplated under the New Financial Services Framework Agreement are and will be conducted in the ordinary and usual course of business of the Group and on arm's length basis with terms that are fair and reasonable to the Company. Due to the historical and future long-term cooperation relationship between the Group and the BOCOM Group, it is beneficial to the Group to enter into the New Financial Services Framework Agreement as the transactions thereunder have facilitated and will continue to facilitate the overall business operations and growth of the Group's business.

Furthermore, the transactions under the New Financial Services Framework Agreement will provide cost synergies by integrating advantageous resources between the Group and the BOCOM Group, thereby reducing the aggregate operational costs and general expenses so as to improve the profitability and to strengthen the leading position of the Company in the financial industry.

### **3. New Financial Technology Services Framework Agreement**

The transactions contemplated under the New Financial Technology Services Framework Agreement will expand the Group's business and provide cost synergies by integrating advantageous resources between the Group and the BOCOM Group, thereby reducing the aggregate operational costs and general expenses so as to improve profitability. The New Financial Technology Services Framework Agreement will facilitate the overall business operations and growth of the Group's business.

As disclosed under the section headed "TRANSACTION AMOUNTS, ANNUAL CAPS AND WAIVER – (C) Basis of Determination of Proposed Annual Caps – 2. New Financial Services Framework Agreement", the proposed annual caps under the New Financial Services Framework Agreement have been set to accommodate potential transaction volumes under the recent recovery of the stock market and the growth trend. Considering that under such market environment, not only the transaction volumes with BOCOM Group under the New Financial Services Framework Agreement will increase leading to the respective annual caps being able to be largely utilised, but transaction volumes with independent third parties will also be expected to increase proportionally, the Board is of the view that the Group would be able to achieve an overall balanced business growth across all its client and customer groups (including BOCOM Group and other independent third parties) with reference to the respective historical transaction volumes.

As disclosed under the section headed “TRANSACTION AMOUNTS, ANNUAL CAPS AND WAIVER – (C) Basis of Determination of Proposed Annual Caps – 3. New Financial Technology Services Framework Agreement”, the proposed annual caps under the New Financial Technology Services Framework Agreement have been set to cater for the possibility that services currently procured from independent third-party providers by BOCOM Group may instead be sourced from the Group and in light of BOCOM Group’s development plan of financial technology as well as the Group’s plans to expand its financial technology team. Considering that the services contemplated under the New Financial Technology Services Framework Agreement are supporting services in nature and its business model and the relevant profit contribution to the Group, the Board is of the view that such services will remain as an ancillary business with relatively insignificant impact to the profit of the Group as a whole.

For the years ended 31 December 2023 and 2024, and the first half of 2025, revenue contributed by the BOCOM Group to the Group under all of the Existing Financial Services Framework Agreement, the Existing Financial Technology Services Framework Agreement, and the Digital RMB Marketing Service Framework Agreement accounted for approximately 24.2%, 42.03% and 11.99% of the Group’s revenue and other income, respectively.

The Directors (excluding the independent non-executive Directors, who will give their opinion after considering the advice from the Independent Financial Adviser in respect of the Property Leasing Framework Agreement and the New CCT Framework Agreements) are of the view that (i) the terms of the Property Leasing Framework Agreement (including the proposed annual caps therefor) and the New CCT Framework Agreements (including the proposed annual caps therefor) are fair and reasonable in so far as the Company and the Independent Shareholders are concerned; and (ii) the Property Leasing Framework Agreement (including the transactions contemplated thereunder and the proposed annual caps therefor) and the New CCT Framework Agreements (including the transactions contemplated thereunder and the proposed annual caps therefor) are on normal commercial terms or better and in the ordinary and usual course of business of the Group and in the interests of the Company and the Shareholders as a whole.

## **MEASURES TO SAFEGUARD SHAREHOLDERS’ INTERESTS**

In order to further safeguard the interests of the Shareholders as a whole, the Group has implemented the following internal approval and monitoring procedures in relation to the Transactions:

- (a) before confirming the pricing and the terms of the Transactions, the Group will review and consider the pricing offered to or quoted by, as the case may be, two or more independent third parties in respect of transactions of a similar nature and scale in order to determine whether the proposed pricing and terms of the Transactions are fair, reasonable and no less favourable to the Group than those quoted by independent third parties to the Group or no more favourable to the BOCOM Group than those offered by the Group to independent third parties, as the case may be. If no pricing quoted by or offered to independent third parties can be obtained for the purpose of the above comparison, the relevant continuing connected transaction will have to be separately considered and approved by the head of the relevant business unit in order to ensure that the pricing will be fair and reasonable to the Group;



- (b) the Group has adopted internal guidelines which provide that if the value of any Transactions is expected to exceed certain thresholds, the relevant staff must report the Transactions to the Company Secretary and the Legal and Compliance Department of the Company (directly or through the head of the relevant business unit) in order for the Company to commence the necessary relevant assessment and approval procedures and ensure that the Company will comply with the applicable requirements under Chapter 14A of the Listing Rules;
- (c) the Company will provide information and supporting documents to the independent non-executive Directors and the auditors in order for them to conduct an annual review of the Transactions entered into by the Company. In accordance with the requirements under the Listing Rules, the independent non-executive Directors will provide an annual confirmation to the Board as to whether the Transactions have been entered into in the ordinary and usual course of business of the Group, are on normal commercial terms and are in accordance with the agreements governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole, and the auditors will provide an annual confirmation to the Board as to whether anything has come to their attention that causes them to believe that the Transactions have not been approved by the Board, or not in accordance with the pricing policies of the Group in all material respects, or not entered into in accordance with the relevant agreement governing the Transactions in all material respects or have exceeded the annual caps;
- (d) in relation to deposits under the New Financial Services Framework Agreement, the Company regularly reviews the terms (including the interest rates) offered by the BOCOM Group for the deposit of funds to ensure that such terms are no less favourable to the Group than those offered to it by independent financial institutions; and
- (e) in relation to the New Financial Technology Services Framework Agreement, BOCOM Financial Technology will adopt the following internal approval and monitoring procedures:

Before BOCOM Financial Technology confirms the pricing and terms of a project under the New Financial Technology Services Framework Agreement, the project will be categorised into one of four progressive price levels, to be considered and approved by the following authority:

<b>Approval unit</b>	<b>Price level</b>
1. The head of department responsible for the project	Lowest
2. A responsible member of the senior management or the chief executive of BOCOM Financial Technology	Relatively low
3. Pricing committee	Relatively high
4. Executive committee comprising of the senior management of BOCOM Financial Technology	Highest

The unit responsible for the pricing review will consider the pricing for two or more independent third parties in respect of financial technology services of a similar nature and scale, in order to determine whether the proposed pricing and terms of the project under the New Financial Technology Services Framework Agreement are fair, reasonable, and no less favourable than those offered to independent third parties.

Because of the inherently highly-customised nature of provision of financial technology services, should there be any cases where no pricing for independent third parties can be ascertained for the purpose of the above comparison, the unit responsible for the pricing review will take into account factors such as (i) project cost; (ii) prevailing market conditions; and (iii) pricing reasonableness, to ensure that the service fee to be charged by the Group to the BOCOM Group complies with the principle of marketisation to protect the interests of Shareholders.

The Company will continue to follow ongoing monitoring procedures, including compiling year-to-date transaction amount by the designated staff member of the Finance and Accounting Department on a monthly basis.

If the value of any proposed connected transaction is anticipated to exceed the proposed annual caps, the relevant staff responsible for overseeing the connected transactions will report the proposed transaction to the Company Secretary and the Legal and Compliance Department of the Company in order for the Company to commence the necessary additional assessments and approval procedures and ensure that the Company will comply with the applicable requirements under Chapter 14A of the Listing Rules. In general, the Company will also monitor the Group's transaction amounts from time to time to ensure that the Group does not have material reliance on any counterparty.

In addition to the procedures adopted above, in accordance with the Company's existing internal approval and monitoring procedures in relation to continuing connected transactions, the Company will provide information and supporting documents to the independent non-executive Directors and the auditors in order for them to conduct an annual review of the Transactions entered into with the BOCOM Group under the Property Leasing Framework Agreement and the New CCT Framework Agreements. In accordance with the requirements under the Listing Rules, the independent non-executive Directors will provide an annual confirmation to the Board as to whether the said Transactions have been entered into in the ordinary and usual course of business of the Group, are on normal commercial terms and are in accordance with the agreements governing them on terms that are fair and reasonable and in the interests of the Company and Shareholders as a whole, and the auditors will provide an annual confirmation to the Board as to whether anything has come to their attention that causes them to believe that the Transactions have not been approved by the Board, are not in accordance with the pricing policies of the Group in all material respects, are not entered into in accordance with the relevant agreement governing the transactions in all material respects or have exceeded the annual caps for such transactions.

## **INFORMATION ON THE GROUP**

The principal activity of the Company is investment holding. The Group is principally engaged in securities brokerage, margin financing, corporate finance and underwriting, investment and loans, and asset management and advisory businesses. The regulated activities carried out by the Company's licensed subsidiaries include dealing in securities and futures and advising on securities and futures contracts, providing securities margin financing, advising on corporate finance and providing asset management services.

As at the date of this announcement, BOCOM Nominee, a subsidiary of BOCOM, holds approximately 73.12% of the issued Shares on trust for BOCOM whereas Expectation Investment, a subsidiary of BOCOM, holds approximately 0.02% of the issued Shares. BOCOM, together with its associates (namely BOCOM Nominee and Expectation Investment), hold approximately 73.14% of the issued Shares.



## **INFORMATION ON BOCOM GROUP**

BOCOM is a state-owned joint-stock commercial bank registered in the PRC, with its A shares listed on the Shanghai Stock Exchange and H shares listed on the Stock Exchange. BOCOM provides the customers with comprehensive financial services, including deposits and loans, supply chain finance, cash management, international settlement and trade financing, investment banking, asset custody, wealth management, bank cards, private banking, treasury businesses, etc. In addition, the BOCOM Group is involved in businesses such as financial leasing, fund, wealth management, trust, insurance, overseas securities, and debt-to-equity swap through wholly-owned or controlling subsidiaries.

## **LISTING RULES IMPLICATIONS**

As at the date of this announcement, BOCOM is the ultimate controlling Shareholder holding approximately 73.14% of the issued Shares and hence a connected person of the Company. Therefore the transactions contemplated under the Property Leasing Framework Agreement and the New CCT Framework Agreements constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As the transactions contemplated under the Property Leasing Framework Agreement are recognised by the Group as acquisition of right-of-use asset from BOCOM in accordance with the Hong Kong Financial Reporting Standards 16, such transactions constitute transactions under Chapter 14 of the Listing Rules and connected transactions under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio in respect of the proposed annual caps for transactions contemplated under the Property Leasing Framework Agreement is 5% or more, the automatic renewal of the Property Leasing Framework Agreement and the transactions contemplated thereunder (including the proposed annual caps therefor) will be subject to the reporting, announcement, annual review and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

When the acquisitions of the right-of-use assets under the Property Leasing Framework Agreement within a 12-month period, in aggregate, constitute a notifiable transaction of the Company under Chapter 14 of the Listing Rules, the Company will make further announcement(s) in compliance with the requirements under Chapter 14 of the Listing Rules.

In respect of the New Financial Services Framework Agreement and the New Financial Technology Services Framework Agreement, the Directors are of the view that the respective continuing connected transactions thereunder are of the same nature and are entered into by the Group with parties who are connected with one another, and therefore the relevant revenues and fees and commissions should be aggregated respectively under Rules 14A.81 and 14A.82(1) of the Listing Rules.

As the highest applicable percentage ratio in respect of the proposed annual caps for transactions contemplated under each of the New CCT Framework Agreements is 5% or more, the entering into of the New CCT Framework Agreements and the transactions contemplated thereunder (including the proposed annual caps therefor) will be subject to the reporting, announcement, annual review and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

An Independent Board Committee has been established to advise the Independent Shareholders on the terms of the Property Leasing Framework Agreement and the New CCT Framework Agreements. The Independent Financial Adviser has also been appointed to advise the Independent Board Committee and the Independent Shareholders in this regard.

## **BOARD APPROVAL**

Mr. XIAO Ting is an executive director and the chairman of the board of directors of BOCOM (Hong Kong) and Ms. ZHU Chen is a director of BOCOM Leasing. Accordingly, these non-executive Directors have abstained from voting on relevant Board resolutions in respect of the Property Leasing Framework Agreement (including the transactions contemplated thereunder and the proposed annual caps therefor) and the New CCT Framework Agreements (including the transactions contemplated thereunder and the proposed annual caps therefor).

Save as disclosed above, none of the Directors has a material interest in the Property Leasing Framework Agreement (including the transactions contemplated thereunder and the proposed annual caps therefor) and the New CCT Framework Agreements (including the transactions contemplated thereunder and the proposed annual caps therefor) and none of them has abstained from voting on the relevant Board resolutions.

## **GENERAL**

The Company will hold the EGM for the purpose of considering, and if thought fit, approving the automatic renewal of the Property Leasing Framework Agreement (including the transactions contemplated thereunder and the proposed annual caps therefor) and the New CCT Framework Agreements (including the transactions contemplated thereunder and the proposed annual caps therefor).

The register of members of the Company will be closed from Friday, 12 December 2025 to Wednesday, 17 December 2025 (both dates inclusive), for the purposes of determining the entitlements of the Shareholders to attend and vote at the EGM. The record date for determining the eligibility of the Shareholders to attend and vote at the EGM will be Wednesday, 17 December 2025. No transfer of the Shares may be registered during the said period. In order to qualify to attend and vote at the EGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, by no later than 4:30 p.m. on Thursday, 11 December 2025.

A circular containing, among others, (i) further information on the Property Leasing Framework Agreement and the New CCT Framework Agreements; (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders; and (iv) the notice of the EGM and other information as required under the Listing Rules, will be despatched to the Shareholders on or before 5 December 2025 pursuant to Rule 14A.68(11) of the Listing Rules.

## DEFINITIONS

The following terms have the following meanings in this announcement, unless the context otherwise requires:

“applicable percentage ratio”	has the same meaning ascribed to it under the Listing Rules
“associate(s)”	has the same meaning ascribed to it under the Listing Rules
“AUM”	assets under management
“Board”	the board of directors of the Company
“BOCOM”	Bank of Communications Co., Ltd., a joint stock limited liability company incorporated in the PRC, the A shares of which are listed and traded on Shanghai Stock Exchange (Stock Code: 601328) and the H shares of which are listed and traded on the Stock Exchange (Stock Code: 3328), and being the ultimate controlling Shareholder
“BOCOM Financial Technology”	BOCOM Financial Technology Company Limited* (交銀金融科技有限公司), a company incorporated in the PRC, and a wholly-owned subsidiary of the Company
“BOCOM (Hong Kong)”	Bank of Communications (Hong Kong) Limited, a member of the BOCOM Group
“BOCOM (Hong Kong Branch)”	the Hong Kong branch of BOCOM
“BOCOM Group”	BOCOM and its subsidiaries (excluding the Group)
“BOCOM Leasing”	Bank of Communications Financial Leasing Co., Ltd., a member of the BOCOM Group
“BOCOM Nominee”	Bank of Communications (Nominee) Company Limited, a company incorporated in Hong Kong with limited liability and a subsidiary of BOCOM and a shareholder of the Company holding Shares on trust for BOCOM
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“Company”	BOCOM International Holdings Company Limited, a company incorporated in Hong Kong with limited liability, the issued Shares of which are listed and traded on the Main Board of the Stock Exchange (Stock Code: 3329)

“connected person”	has the same meaning ascribed to it under the Listing Rules
“controlling Shareholder”	has the same meaning ascribed to it under the Listing Rules
“Digital RMB Marketing Service Framework Agreement”	the digital RMB marketing service project cooperation framework agreement dated 4 March 2025 entered into between BOCOM and BOCOM Financial Technology. For details, please refer to the announcement of the Company dated 4 March 2025
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held for the purpose of considering and, if thought fit, approving the automatic renewal of the term of the Property Leasing Framework Agreement (including the proposed annual caps therefor) and the entering into of the New CCT Framework Agreements (including the proposed annual caps therefor)
“Exchange Participantship”	has the same meaning ascribed to it under the Rules of the Stock Exchange
“Existing Financial Services Framework Agreement”	the financial services framework agreement dated 25 April 2017 (and renewed on 1 January 2020 and 1 January 2023) entered into between the Company and BOCOM in relation to the provision of financial services between members of the Group and members of the BOCOM Group
“Existing Financial Technology Services Framework Agreement”	the financial technology services framework agreement dated 1 December 2020 (and renewed on 1 January 2023) entered into between the Company and BOCOM in relation to the provision of financial technology services by the Group to the BOCOM Group
“Expectation Investment”	Expectation Investment Limited, a company incorporated in Hong Kong with limited liability, an indirect subsidiary of BOCOM and a shareholder of the Company
“GDP”	gross domestic product
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	the independent committee established by the Board, consisting of all independent non-executive Directors (i.e. Mr. MA Ning, Mr. LIN Zhijun and Mr. PU Yonghao) to advise the Independent Shareholders on the terms of the Property Leasing Framework Agreement (including the proposed annual caps therefor) and the New CCT Framework Agreements (including the proposed annual caps therefor)

“Independent Financial Adviser”	Altus Capital Limited, a corporation licensed to carry out Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), being the independent financial adviser appointed to advise the Independent Board Committee and the Independent Shareholders on the Property Leasing Framework Agreement (including the proposed annual caps therefor) and the New CCT Framework Agreements (including the proposed annual caps therefor)
“Independent Shareholders”	the Shareholders other than BOCOM and its associates
“Listing Date”	19 May 2017, being the date on which the Shares were first listed and from which dealings in the Shares commenced on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Macau”	the Macau Special Administrative Region of the PRC
“New CCT Framework Agreements”	the New Financial Services Framework Agreement and the New Financial Technology Services Framework Agreement
“New Financial Services Framework Agreement”	the financial services framework agreement dated 25 November 2025 entered into between the Company and BOCOM in relation to the provision of financial services between members of the Group and members of the BOCOM Group
“New Financial Technology Services Framework Agreement”	the financial technology services framework agreement dated 25 November 2025 entered into between the Company and BOCOM in relation to the provision of financial technology services between members of the Group and members of the BOCOM Group
“PRC” or “China”	the People’s Republic of China
“Property Leasing Framework Agreement”	the property leasing framework agreement dated 25 April 2017 (and renewed on 1 January 2020 and 1 January 2023) entered into between the Company and BOCOM in relation to the leasing of properties by members of the Group from members of the BOCOM Group
“Relevant Disclosure”	has the meaning as ascribed to it under the section headed “INTRODUCTION” of this announcement
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the ordinary share(s) of the Company

“Shareholder(s)”	the holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the same meaning ascribed to it under the Listing Rules
“Transaction(s)”	transaction(s) contemplated under the Property Leasing Framework Agreement and the New CCT Framework Agreements

\* *For identification purpose only*

By Order of the Board  
**BOCOM International Holdings Company Limited**  
**ZENG Jiali**  
*Company Secretary*

Hong Kong, 25 November 2025

*As at the date of this announcement, the board of Directors of the Company comprises Mr. XIAO Ting and Ms. ZHU Chen as Non-executive Directors; Mr. XIE Jie, Mr. WANG Xianjia and Mr. TAN Yueheng as Executive Directors; and Mr. MA Ning, Mr. LIN Zhijun and Mr. PU Yonghao as Independent Non-executive Directors.*